

1 August 27th, that is 1996, obviously, is the date  
2 that Ameritech received a request for  
3 negotiation?

4 MR. FRIEDMAN: We will stipulate to that for  
5 purposes of this proceeding.

6 JUDGE WASHINGTON: No. I think you stated it  
7 more artfully before. I'm sorry. I don't want to  
8 box you in there. You said Ameritech would not  
9 object to the time frame if it went beyond --

10 MR. FRIEDMAN: May 27th?

11 JUDGE WASHINGTON: May 27th.

12 MR. FRIEDMAN: Ameritech hereby stipulates  
13 that if the Illinois Commerce Commission issues an  
14 arbitration decision in this proceeding on or  
15 before May 27th, Ameritech Illinois will not  
16 challenge that decision on the grounds that it is  
17 tardy.

18 JUDGE WASHINGTON: And obviously does Low  
19 Tech agree also, Mr. Tennant.

20 MR. TENNANT: To the statement that was just  
21 made regarding not challenging the decision  
22 arrived at on the May 27th or before?

1 JUDGE WASHINGTON: Right.

2 MR. TENNANT: I agree. I agree with that.  
3 That is fine.

4 JUDGE WASHINGTON: Fine. So that does not  
5 bind either of your clients to a statement.  
6 Okay?

7 That concludes the status hearing  
8 for today. Will 10:00 o'clock in the morning as a  
9 starting time on the hearing date give us enough  
10 time or should we start earlier if we are assuming  
11 it is a one-day.

12 MR. REED: 10:00 o'clock should be fine,  
13 Mr. Examiner.

14 JUDGE WASHINGTON: That concludes the status  
15 hearing on this matter for today. The parties  
16 have the schedules for briefing and hearing.

17 We will continue this matter to  
18 April 14th and 16, 1997, at 10:00 a.m.

19 MR. REED: Thank you, Mr. Examiner.

20 MR. TENNANT: Could I clear up one point  
21 here?

22 JUDGE WASHINGTON: Wait hold it. Yeah. Go

1 ahead.

2 MR. TENNANT: There will be another  
3 conference call on the 14th?

4 JUDGE WASHINGTON: No. That is when the  
5 hearing will be. I am assuming --

6 MR. TENNANT: You are talking about  
7 April 14th?

8 JUDGE WASHINGTON: Yes.

9 MR. TENNANT: But I am saying on the next  
10 date on my schedule here is February 14th, and  
11 that is when Ameritech is serving discovery. We  
12 are not having another conversation call to  
13 discuss that, are we?

14 JUDGE WASHINGTON: No. You will not meet at  
15 the Commission again barring some type of motion  
16 that needs to be filed on an expedited or  
17 emergency basis and ruled on and argued prior to  
18 April 14th.

19 MR. TENNANT: Okay. Very good.

20 JUDGE WASHINGTON: The hearing date is the  
21 next time.

22 MR. TENNANT: Very good.

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CERTIFICATE OF REPORTER


STATE OF ILLINOIS       )  
                                  )   SS:  
COUNTY OF COOK        )

CASE NO. 97 AB-001

TITLE: LOW TECH DESIGNS, INC.

I, KRISTIN C. BRODLO, do hereby  
certify that I am a Court Reporter employed by  
SULLIVAN REPORTING COMPANY of Chicago, Illinois;  
that I reported in shorthand the evidence taken  
and the proceedings had on the hearing of the  
above-entitled case on the 11th day of February  
1997; that the foregoing 19 pages are a true and  
correct transcript of my shorthand notes so taken  
as aforesaid, and contains all of the proceedings  
directed by the Commission or other person  
authorized by it to conduct the said hearing to be  
stenographically reported.

Dated at Chicago, Illinois, this  
27th day of February 1997.

 , Reporter.

## **EXHIBIT 2**

STATE OF ILLINOIS



ILLINOIS COMMERCE COMMISSION

---

April 2, 1997

Re: 97 AB-001

Dear Sir/Madam:

Enclosed is a certified copy of the Order entered by this Commission.

Sincerely,

A handwritten signature in cursive script that reads "Donna M. Caton".

Donna M. Caton  
Chief Clerk

Enc.

**STATE OF ILLINOIS**  
**ILLINOIS COMMERCE COMMISSION**

LOW TECH DESIGNS, INC. PETITION	:	
FOR ARBITRATION PURSUANT TO SEC.	:	
252(b) OF THE TELECOMMUNICATIONS	:	
ACT OF 1996 TO ESTABLISH WHOLESALE	:	
RATES AND AN INTERCONNECTION	:	97 AB-001
AGREEMENT FOR ACCESS TO AND RATES	:	
FOR UNBUNDLED NETWORK ELEMENTS	:	
WITH ILLINOIS BELL TELEPHONE	:	
COMPANY D/B/A AMERITECH ILLINOIS	:	

**ARBITRATION DECISION**

**I. PROCEDURAL POSTURE**

On January 30, 1997, Low Tech Designs, Inc. ("LTD") filed a Petition for Arbitration to Establish an Interconnection Agreement ("Petition") with Illinois Bell Telephone Company d/b/a Ameritech Illinois ("Ameritech"). The Petition stated that LTD initially intends to enter the local exchange market under the resale provisions of the Telecommunications Act of 1996 (the "1996 Act"). LTD is petition also states that it intends to offer enhanced call processing services by utilizing unbundled network elements. Apparently, LTD intends to offer enhanced call processing services by obtaining access to Ameritech's Advanced Intelligent Network ("AIN") and by interconnecting LTD's software with Ameritech's AIN.

The Petition sets forth seven issues for arbitration. (See LTD Petition, pp. 14-19, pars. A.-G.) Six related to access to and interconnection with AIN, and the seventh related to the ILEC's duty under the 1996 Act to negotiate in good faith. The gist of the LTD Petition involves the use of dialing codes, such as on Ameritech's AIN. The Petition set forth no issues relating to resale, and noted that resale issues, and other issues that the parties had not yet discussed, would be presented at a later time if the parties were unable to arrive at agreement.

On February 14, 1997, the Examiner granted Ameritech's motion pursuant to 83 Ill. Adm. Code Sec. 200.190 to strike portions of the Petition. The granting of the motion disposed of the issue in the Petition relating to the ILEC's duty to negotiate in good faith.

Pursuant to notice and applicable law, the Hearing Examiner conducted an initial pre-hearing conference on February 11, 1997, at which appearances were entered for LTD, Ameritech and Staff. The Examiner set a schedule for the remainder of the proceeding.

At a hearing on February 21, 1997, the parties presented oral arguments and the Hearing Examiner directed LTD to respond to two data requests sought to be answered by Ameritech.

On February 24, 1997, Ameritech filed Ameritech Illinois' Response to Low Tech Design's Petition for Arbitration; Ameritech Illinois' Motion to Deny the Petition; and the verified statements of Wayne Heinmiller, William Palmer and H. Edward Wynn. In response, on February 28, 1997, LTD and Commission Staff filed a response to the Ameritech Motion To

Deny the Petition. Ameritech filed a Reply and a Proposed Order on March 4, 1997. A Proposed Order was duly served on the parties on March 10, 1997. Briefs on Exception and Reply Briefs were filed on March 17 and 21, 1997, respectively.

## II. ISSUES

A. This case presents an issue of first impression for this Commission: an entity which has not been certified in Illinois, requesting arbitration with an ILEC under the Telecommunications Act of 1996. The fact that LTD is not certified to operate in Illinois is not dispositive of the case. All parties concede that there is no requirement under the 1996 Act that an entity requesting arbitration be certified by a state commission.

Staff and Ameritech contend that LTD must at least be a "telecommunications carrier" as defined under the 1996 Act, and it is not. LTD, while not conceding that it has no arbitration standing if it is not a telecommunications carrier, attempts to explain how it is one.

B. The second issue is whether LTD's Petition relates to interconnection, access to unbundled network elements, resale, or any other matter that is within the scope of the 1996 Act in order to be properly arbitrated.

Ameritech contends that (1) the Petition sets forth no issue having to do with resale, as LTD initially proposed; (2) LTD does not seek interconnection as that term is used in the 1996 Act; and (3) LTD does not seek access to unbundled network elements for any purpose authorized by the 1996 Act. In response, LTD contends that it is seeking interconnection and access to unbundled network elements as permitted under the 1996 Act.

## III. DISCUSSION & CONCLUSIONS

### A. WHETHER LTD MEETS THE "TELECOMMUNICATIONS CARRIER" REQUIREMENT

The following definitions are essential in order to ascertain the meaning of the term "telecommunications carrier" under the 1996 Act:

Telecommunications carrier.--The term "telecommunications carrier" means any provider of telecommunications services . . . . (47 U.S.C. § 3(49)) (emphasis added).

Telecommunications service.--The term "telecommunications service" means the offering of telecommunications for a fee directly to the public, or to such classes of users as to be effectively available directly to the public, regardless of the facilities used. (47 U.S.C. § 3(51)) (emphasis added).



Telecommunications.--The term "telecommunications" means the transmission, between or among points specified by the user, of information of the user's choosing, without change in the form or content of the information as sent and received. (47 U.S.C. § 3(48)) (emphasis added).

Ameritech argues that LTD is a "telecommunications carrier" if, and only if, it offers for a fee the transmission, between or among points specified by the user, of information of the user's choosing, without change in the form or content of the information as sent and received.

Ameritech also refers to ¶ 992 of the FCC's First Report and Order for the proposition that, in order to qualify as a telecommunications carrier under the 1996 Act, an entity must be engaged in providing telecommunications. Paragraph 992 provides:

We conclude that to the extent a carrier is engaged in providing for a fee domestic or international telecommunications, directly to the public . . . , the carrier falls within the definition of "telecommunications carrier." We find that this definition is consistent with the 1996 Act . . . . (Emphasis added).

Ameritech states that there is no evidence of record which indicates that LTD is engaged in providing telecommunications.

While LTD suggests that it is a telecommunications carrier under the 1996 Act, it attempts to dismiss its status as telecommunications carrier as even being relevant to the inquiry of its standing to seek arbitration from this Commission. LTD attempts to reduce this issue as one merely involving the semantic meaning of being engaged in providing telecommunications. LTD states that it not only is engaged in negotiations with Ameritech, but also with BellSouth, GTE, NYNEX, and Pacific Bell for the same purposes. LTD also states that it has participated actively with the Alliance For Telecommunications Solutions, a telecommunications service provider industry forum, and has made extensive filings before the FCC in matters regarding AIN.

With respect to Ameritech's argument under ¶ 992 of the FCC's First Report and Order, LTD points out that ¶ 992 does not state that a telecommunications carrier must be "actively and currently" providing telecommunications for a fee, but only that an entity is a telecommunications carrier "to the extent it is engaged in" providing telecommunications for a fee. LTD also asserts that it is "engaged in" negotiations with several incumbent carriers, and that its president has been "actively engaged as a participant in" an industry forum concerning AIN.

As Staff cogently states in its pleading, the duty to interconnect under Sections 251(a) (1) and (c) (2) of the 1996 Act is limited to interconnection with or for the facilities and equipment of telecommunications carriers. 47 U.S.C. Secs. 251(a) (1) and (c) (2). Many other sections of the Act limit duties or obligations to "requesting telecommunications carriers" or "providers of telephone exchange service" or "providers of telecommunications services." 47 U.S.C. Secs. 251(b) (3), 251 (b) (4), (c) (1), (c) (3) and (d) (2) (B).

Staff also pointed out that while Congress did not state explicitly that every duty under Section 251 be extended only to "telecommunications carriers" or "providers of telecommunications services", the basis of such an intent subsequently has been established. Staff cites to the FCC finding that "Section 251 (c) (4) does not require incumbent LECs to make services available for resale or at wholesale rates to parties who are not telecommunications carriers' or who are purchasing services for their own uses." First Report and Order, Par. 875. The FCC further stated that the negotiation process established by Congress for the implementation of Section 251 requires incumbent LECs to negotiate agreements, including resale agreements, with 'requesting telecommunications carrier(s),' not with end users or other entities." First Report and Order, Par. 875, footnote citing to 47 U.S.C. Sec. 2529 (a) (1) omitted.

### CONCLUSION

There is no record evidence to support LTD's assertion that it is somehow a telecommunications carrier for the purposes of interconnection under the 1996 Act. To support its assertion that it is a telecommunications carrier, LTD proffered a pleading from a Georgia proceeding within which Bell South stated that LTD is a telecommunications carrier within the meaning of the 1996 Act. Viewed in light of the total pleading, that statement seems to be gratuitous, because it is contained in Bell South's Motion To Dismiss LTD's Arbitration Petition. The Bell South concession that LTD is a "telecommunications carrier" was provided for reasons that this Commission may never guess. LTD's offering of this pleading is confounding, as its ultimate goal is the dismissal of the LTD Arbitration Petition for services which seem to be essentially the same as those covered in the Illinois petition herein. The Bell South pleading is not even a Final Order of which this Commission could take administrative notice, nor is it an admission of a party to this proceeding. Therefore, it will be given no weight.

This stretch to show that it is a telecommunications carrier reveals LTD's recognition that it is critical to the arbitration process that LTD stand as a telecommunications carrier under the 1996 Act. As Ameritech pointed out, LTD does not dispute that Ameritech's duties under the 1996 Act run only to telecommunications carriers. Accordingly, LTD asserts that it is one.

As discussed above, LTD directs attention to activities that it is engaged in to prepare to provide service at a point in the future. However, it fails to provide evidence that it is currently engaged in providing telecommunications service.

The goal of the 1996 Act is clear: "... to promote competition and reduce regulation in order to secure lower prices and higher quality services for American consumers and encourage the rapid deployment of new telecommunications technologies." Preamble to Pub.Law 104-104, February 8, 1996, 110 Section 56. However, in order to protect the consumer, the privilege of market entry is not unbridled. The 1996 Act is replete with references to the threshold standards and ability an entity must possess as a telecommunications carrier to give some measure of assurance that the consumers can rely on it to provide telecommunications services.

Merely to be in the inchoate phase of planning, with a desire to serve the public, is not enough. More must be required of an entity to entitle it to make demands on the public network. It is not a burdensome requirement under the 1996 Act for an entity to show some evidence that it has the financial, managerial, and technical ability to serve the public, by showing that -- at least somewhere in this country -- the entity is a telecommunications carrier actively engaged in

the provision of telecommunications services. This interpretation of the 1996 Act comports with our own statute.

In response to the Proposed Order issued in this matter Staff, in its Brief on Exceptions and Reply Brief on Exceptions, did not take exception to the Proposed Order and recommended that the Commission give consideration to entering the Order. Ameritech also supported the Order in its Reply to LTD's Exceptions. LTD took exception to the Proposed Order's assertion that the Commission's "telecommunications carrier" requirement is both onerous and impermissible under the 1996 Act. Under this reasoning LTD merely continues to confuse the issue. As Ameritech pointed out, in its Exceptions, the "telecommunications carrier" requirement is different from the question of "certification." (Ameritech's Reply to Exceptions, page 3 par.1). Ameritech further pointed out that LTD ignores Section 253(b) of the 1996 Act, which provides, "Nothing in this section shall affect the ability of a State to impose, on a competitively neutral basis. . . requirements necessary to . . protect the public safety and welfare, ensure the continued quality of telecommunications services, and safeguard the rights of consumers." Thus, even if the Act did not require requesters to be telecommunications carriers, Section 253(a) would not prohibit the State from enforcing competitively neutral barriers to entry that ensure the quality of telecommunications and safeguard the rights of consumers

Ameritech also cited a Final Order entered by the Public Service Commission of South Carolina ("PSCSC") denying LTD's Petition for Arbitration. The PSCSC relied on the consumer safety language of Section 253(b) to reject LTD's argument that under Section 253(a) state commissions cannot require an entity to show some indication of an ability to serve the public. (See PSCS Dkt. 97-052-C Order No. 97-153, March 14, 1997).

This Commission agrees with Ameritech and Staff that LTD's Petition must be denied on the ground that LTD does not meet the threshold requirement that it be a telecommunications carrier under the 1996 Act.

#### B. WHETHER THE ISSUES TO BE ARBITRATED ARE WITHIN THE SCOPE OF THE 1996 ACT

Ameritech contends that what LTD's Petition seeks is not within the scope of the 1996 Act, and therefore is not subject to arbitration under the 1996 Act. Specifically, Ameritech contends that (1) the Petition sets forth no issue having to do with resale; (2) LTD does not seek interconnection as that term is used in the 1996 Act; and (3) LTD does not seek access to unbundled network elements for any purpose authorized by the 1996 Act.

While the Petition states that LTD intends to enter the local exchange market using the resale provisions of the 1996 Act, none of the issues presented for arbitration relates to resale. This Commission has ruled in another docket on the wholesale rates to be made available to carriers for resale. LTD concedes the fact that it is free to resort to the previous Commission wholesale discount percentages, without direct Commission involvement in order to provide resale. Therefore, the issue of resale need not be addressed in this proceeding.

With respect to interconnection, Ameritech relies upon Section 251(c)(2), which imposes on ILECs the duty "to provide, for the facilities and equipment of any requesting telecommunications carrier, interconnection with [Ameritech Illinois'] network . . . for the transmission and routing of telephone exchange service and exchange access . . . ." (Emphasis added.)

Ameritech also relies upon ¶ 176 of the FCC's First Report and Order, which provides, "[T]he term 'interconnection' under Section 251(c)(2) refers only to the physical linking of two networks for the mutual exchange of traffic."

With respect to access to unbundled network elements, Ameritech cites Section 251(c)(3), which imposes on ILECs the duty "to provide . . . for the provision of a telecommunications service . . . access to network elements on an unbundled basis . . . ." (Emphasis added.)

Ameritech contends that LTD does not seek interconnection "for the transmission and routing of telephone exchange service and exchange access" as required by Section 251(c)(2), and that no issue set forth in the Petition relates to the physical linking of two networks for the mutual exchange of traffic. LTD does not have a network (or traffic), and would not have a network (or traffic) even if it obtained everything it seeks in the Petition. Rather, LTD seeks to become an enhanced service provider — i.e., it proposes to offer services (such as "\*11") to subscribers of LECs to use in telephone calls placed over those carriers' networks. Ameritech contends that is not the "mutual exchange of traffic" to which the Section 251(c)(2) duty to interconnect refers, or the physical linking of two networks.

Ameritech also contends that LTD is not seeking to interconnect "facilities and equipment" as required by Section 251(c)(2). Rather, LTD proposes to "interconnect" software, which is not equipment. Section 3(50) of the 1996 Act defines "telecommunications equipment" as "equipment, other than customer premises equipment, used by a carrier to provide telecommunications services, and includes software integral to such equipment (including upgrades)." (Emphasis added.) In other words, Ameritech contends, software is not itself equipment, but is included along with telecommunications equipment that has software as an integral component. According to Ameritech, LTD does not propose to interconnect equipment that has software as an integral component. Instead, it proposes to "interconnect" software, which the 1996 Act does not contemplate.

Ameritech contends that the AIN-based services that are the subject of LTD's Petition do not entail the transmission, between points specified by the user, of information of the user's choosing, without change in the form of the content of the information as sent and received. That is, LTD does not seek to offer customers the ability to place and receive telephone calls (or faxes, etc.). Rather, LTD proposes to be an enhanced service provider. It does not seek to become a LEC, but to offer enhanced services to subscribers of LECs. Accordingly, because those subscribers receive the ability to place and receive telephone calls not from LTD but from their LECs, LTD is not seeking access to network elements "for the provision of a telecommunications service." In support of its position, Ameritech lists specific services that LTD has stated it intends to provide, and refers to the

verified statement of Wayne Heimmiller that the services that LTD intends to provide do not meet the definition of "telecommunications service" in the 1996 Act.

LTD presents a strong argument showing that the interrelationship between software and hardware is sometimes impossible to separate equally critical components of "telecommunications equipment." LTD also stated that in some instances the software link is the only means of interconnection available to access Ameritech's system. LTD asserts, however, that it seeks interconnection as that term is used in the statute, and that it seeks access to unbundled network elements for the provision of a telecommunications service.

Ameritech continued in its Exceptions to say that the Petition seeks Arbitration for matters that are not within the scope of the Act, and that serves as another independent basis for dismissing the Petition. In its Exceptions LTD did not address the scope of service issue beyond its arguments presented above.

#### CONCLUSION

Due to the fact that the LTD Petition for Arbitration is being dismissed on the grounds set forth above, there is no need for this Commission to further analyze and make a ruling concerning the issue of whether what LTD seeks in this proceeding is within the scope of the 1996 Act.

By the Commission this 31<sup>st</sup> day of March 1997.

(SIGNED) DAN MILLER

Chairman

(S E A L)

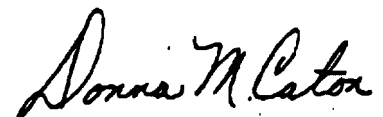
STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION  
CERTIFICATE

Re: 97 AB-001

I, DONNA M. CATON, do hereby certify that I am Chief Clerk of the Illinois Commerce Commission of the State of Illinois and keeper of the records and seal of said Commission with respect to all matters except those governed by Chapters 18a and 18c of The Illinois Vehicle Code.

I further certify that the above and foregoing is a true, correct and complete copy of the order made and entered of record by said Commission on March 31, 1997.

Given under my hand and seal of said Illinois Commerce Commission at Springfield, Illinois, on April 2, 1997.

  
Chief Clerk

## **EXHIBIT 3**

**Secretary of State**  
**Business Information and Services**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 970510710  
CONTROL NUMBER : 8903667  
DATE INC/AUTH/FILED: 02/20/1989  
JURISDICTION : GEORGIA  
PRINT DATE : 02/20/1997  
FORM NUMBER : 0215

CT CORPORATION SYSTEM  
PATTIE HARDY  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

**CERTIFIED COPY**

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**LOW TECH DESIGNS, INC.**  
**A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State



**Secretary of State**  
**Business Services and Regulation**

**Suite 305, West Tower**

**2 Martin Luther King Jr. Dr.**

**Atlanta, Georgia 30334**

**MAILED TO:**

**LEE D. BELICHMAN**

**5555 LENOX RD., S-600**

**ATLANTA**

**GA 30326**

**CHARTER NUMBER : 8903067-UP**  
**DATE INCORPORATED: FEBRUARY 20, 1969**  
**COUNTY : FULTON**  
**EXAMINER : GENE L. DEAN**  
**TELEPHONE : 404-556-2617**

**CERTIFICATE OF INCORPORATION**

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS  
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE  
SEAL OF MY OFFICE, THAT

-----  
"LUN TECH DESIGNS, INC."  
-----

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA  
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-  
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES  
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A  
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA  
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

**DATE: FEBRUARY 20, 1969**



*Max Cleland*  
**MAX CLELAND**  
**SECRETARY OF STATE**

*Il Wayne Howell*  
**IL WAYNE HOWELL**  
**DEPUTY SECRETARY OF STATE**

**SECURITIES**  
**656-2894**

**CEMETERIES**  
**656-3079**

**CORPORATIONS**  
**656-2817**

**CORPORATIONS HOT-LINE**  
**404-656-2222**  
**Outside Metro Atlanta**

**ARTICLES OF INCORPORATION**  
**OF**  
**LOW TECH DESIGNS, INC.**

**ARTICLE I**

The name of the corporation is LOW TECH DESIGNS, INC.

**ARTICLE II**

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

**ARTICLE III**

The corporation shall have perpetual duration.

**ARTICLE IV**

The corporation is organized as a for profit corporation and is organized for the following purposes:

- (a) To engage in the business of marketing and distributing leisure products and other related and non-related products.
- (b) To engage in any lawful business or activity relating thereto.
- (c) To engage in any lawful act or activity for which corporations may be organized under the Georgia Business Corporation Code.

ARTICLE V

The corporation shall be authorized to issue its common stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE VI

The corporation has authority to issue not more than 100,000 shares of common stock of \$0.10 per value per share.

ARTICLE VII

The corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of shares of stock.

ARTICLE VIII

The initial board of directors shall consist of one (1) member who is:

James Martin Tennant, 1339 Lakeside Way, Atlanta, Georgia 30319

ARTICLE IX

The initial registered office of the corporation is 3355 Lenox Road, Suite 500, Atlanta, Georgia 30326. The initial registered agent of the corporation is Lee B. Beitchman.

ARTICLE X

The corporation shall have the power, acting through its board of directors, to make distributions of its assets to its shareholders out of its capital surplus and to acquire its own

shares out of its unreserved and unrestricted capital surplus available therefor.

ARTICLE XI

The incorporator is:

James Martin Tennant, 1339 Lakeside Way, Atlanta, Georgia 30319

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 17th day of February, 1989.



Lee B. Beitchman  
Attorney for Incorporator

**GORT, HASSETT, COHEN & BEITCHMAN**  
**ATTORNEYS AT LAW**

SUITE 600  
3355 LENOX ROAD, N.E.  
ATLANTA, GEORGIA 30326

(404) 239-0600  
TELECOPIER (404) 298-1494

CLIFFE LANE GORT \*  
LEE B. BEITCHMAN  
JEFFREY J. COHEN \*\*  
ROBERT W. HASSETT  
TODD K. MAZIAR  
JEFFREY A. RASHUK  
LYNN S. HASSETT

\* ADMITTED IN GEORGIA  
FLORIDA, NEW YORK AND  
DISTRICT OF COLUMBIA

\*\* ADMITTED IN GEORGIA  
AND FLORIDA

**CONSENT OF REGISTERED AGENT**

Lee B. Beitchman does hereby acknowledge that he has been appointed as registered agent for LOW TECH DESIGNS, INC. pursuant to the provisions of the Georgia Business Corporation Code, and the said corporation does hereby consent to such appointment and that the registered office of said corporation shall be 3355 Lenox Road, Suite 600, Atlanta, Georgia 30326.

This 17<sup>th</sup> day of February, 1989.

Lee B. Beitchman  
Lee B. Beitchman



BUSINESS SERVICES AND REGULATION  
ARTICLES OF INCORPORATION DATA ENTRY FORM  
FOR GEORGIA CORPORATIONS

MAX CLELAND  
Secretary of State

H. WAYNE HOWELL  
Deputy Secretary of State

Filing Date: <u>2-20-89</u>	Code: <u>22</u>	Docket No.:
Assigned Exam.:	Amt.: \$	By:
Charter Number: <u>8903667</u>	Completed: <u>Le</u>	

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: <u>Low Tech Designs, Inc.</u>		
Mailing Address: <u>1339 Lakeside Way</u>		
City: <u>Atlanta</u>	County: <u>DeKalb</u>	State: <u>Georgia</u> Zip Code: <u>30319</u>
III. Fees Submitted By: <u>Lee B. Beitchman</u>		
Secretary of State: \$ <u>40.00</u>	Check No.: <u>1948</u>	
Clerk of Court: \$ <u>25.00</u>	Check No.: <u>1950</u>	County: <u>Fulton</u>
Publisher: \$ <u>60.00</u>	Check No.: <u>1949</u>	Name: <u>Atlanta Jewish Times</u>
IV. Incorporator: <u>James Martin Tennant</u>		
Address: <u>1339 Lakeside Way</u>		
City: <u>Atlanta</u>	State: <u>Georgia</u>	Zip Code: <u>30319</u>
V. Registered Agent/Office: <u>Lee B. Beitchman</u>		
Address: <u>3355 Lenox Road, Suite 600</u>		
City: <u>Atlanta</u>	State: <u>Georgia</u>	Zip Code: <u>30326</u>
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST		
1. Original and two conformed copies of Articles of Incorporation	Applicant	Examiner
2. Corporate name certificate enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3. Publisher's and Clerk's checks enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4. Consent form enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5. Corporate duration and statutory authority stated	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6. Number shares, par value, minimum capital stated	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7. Number of directors and their names and addresses	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
VII. Applicant/Attorney: <u>Lee B. Beitchman</u> Telephone: <u>404-239-0600</u>		
Address: <u>3355 Lenox Road, Suite 600</u>		
City: <u>Atlanta</u>	State: <u>Georgia</u>	Zip Code: <u>30326</u>

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-2817. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed:

Lee B. Beitchman

Date:

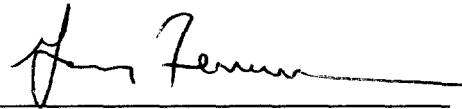
2/12/89

**DECLARATION**

I hereby declare, under penalty of perjury, that the foregoing Opposition of Ameritech Illinois to LTD's Petition for Commission Assumption of Jurisdiction is true and correct, except for those facts of which official notice may be taken.

Date: \_\_\_\_\_

July 25, 1997

A handwritten signature in black ink, appearing to read "John Fenn", written over a horizontal line.

One of the Attorneys for  
Ameritech Illinois

CERTIFICATE OF SERVICE

I, Artie King, a secretary at the law firm of Mayer, Brown & Platt, do hereby certify that I have caused a true copy of the foregoing "Opposition of Ameritech Illinois to Petition for Commission Assumption of Jurisdiction" to be delivered by hand to the following on the 28th day of July, 1997:

Janice Myles  
Common Carrier Bureau  
Federal Communications Commission  
1919 M Street, N.W., #544  
Washington, D.C. 20554

William A. Kehoe III  
Common Carrier Bureau  
Federal Communications Commission  
1919 M Street, N.W., #544  
Washington, D.C. 20554

ITS, Inc.  
2100 M Street, N.W., #140  
Washington, D.C. 20037

\* James M. Tennant  
Low Tech Designs, Inc.  
1204 Saville Street  
Georgetown, SC 29440

  
Artie King

\* By First Class, United States Mail